



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2011** or tax year beginning , 2011, and ending , 20

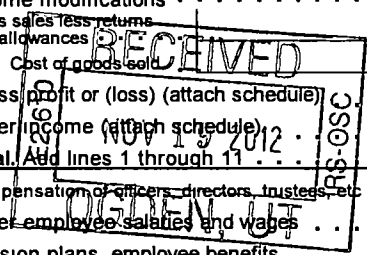
Name of foundation EDNA SPROULL WILLIAMS FOUNDATION		A Employer identification number 51-0198606
Number and street (or P O box number if mail is not delivered to street address) C/O MR. JAMES BURKE 2046 EVENTIDE ROAD	Room/suite	B Telephone number (see instructions) (904) 287-0101
City or town, state, and ZIP code SWITZERLAND, FL 32259		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,232,982.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28.	28.		ATCH 1
	4 Dividends and interest from securities	400,338.	400,338.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	650,389.			
	b Gross sales price for all assets on line 6a	5,829,180.			
	7 Capital gain net income (from Part IV, line 2)		650,389.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,050,755.	1,050,755.		
	13 Compensation of officers, directors, trustees, etc.	120,000.	30,000.		90,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	4,200.			4,200.
	c Other professional fees (attach schedule) *	93,243.	93,243.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	12,476.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	3,238.			3,238.
	24 Total operating and administrative expenses. Add lines 13 through 23	233,157.	123,243.		97,438.
	25 Contributions, gifts, grants paid	754,450.			754,450.
	26 Total expenses and disbursements. Add lines 24 and 25	987,607.	123,243.	0	851,888.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	63,148.			
	b Net investment income (if negative, enter -0-)		927,512.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

*ATCH 4 JSA ** ATCH 5

Form 990-PF (2011)



16

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,396.	19,545.	19,545.
	2 Savings and temporary cash investments	3,829,325.	1,464,291.	1,464,291.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 7	10,918.	15,431.	15,431.
	10 a Investments - U S and state government obligations (attach schedule). **	1,664,237.	1,486,894.	1,551,302.
	b Investments - corporate stock (attach schedule) ATCH 9	6,982,721.	7,224,175.	7,577,488.
	c Investments - corporate bonds (attach schedule) ATCH 10	2,210,227.	2,202,798.	2,387,245.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11		2,365,838.	2,217,680.
	14 Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	14,715,824.	14,778,972.	15,232,982.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	14,715,824.	14,778,972.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,715,824.	14,778,972.	
	31 Total liabilities and net assets/fund balances (see instructions)	14,715,824.	14,778,972.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,715,824.
2 Enter amount from Part I, line 27a	2	63,148.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,778,972.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,778,972.

**ATCH 8

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	650,389.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year. See the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	826,166.	14,868,087.	0.055566
2009	913,732.	14,281,307.	0.063981
2008	1,157,567.	17,984,832.	0.064364
2007	1,047,096.	20,904,286.	0.050090
2006	996,436.	19,916,079.	0.050032
2 Total of line 1, column (d)			2 0.284033
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.056807
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,141,368.
5 Multiply line 4 by line 3			5 860,136.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,275.
7 Add lines 5 and 6			7 869,411.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 851,888.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	18,550.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	18,550.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,550.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,431.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,431.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,874.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 2,874. Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N	A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of MR. JAMES W. BURKE Telephone no. 904-287-0101 Located at 2046 EVENTIDE ROAD SWITZERLAND, FL ZIP + 4 32259			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16	Yes	No	
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years 16		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 16		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N / A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

5b N / A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		120,000.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ 0

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		93,243.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,344,857.
b	Average of monthly cash balances	1b	27,090.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,371,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,371,947.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,579.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,141,368.
6	Minimum investment return. Enter 5% of line 5	6	757,068.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	757,068.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,550.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,550.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	738,518.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	738,518.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	738,518.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	851,888.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	851,888.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	851,888.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Form 990-PF (2011)

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				738,518.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 26,888.				
b From 2007 43,642.				
c From 2008 264,613.				
d From 2009 205,831.				
e From 2010 95,238.				
f Total of lines 3a through e	636,212.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 851,888.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				738,518.
e Remaining amount distributed out of corpus	113,370.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	749,582.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	26,888.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	722,694.			
10 Analysis of line 9.				
a Excess from 2007 43,642.				
b Excess from 2008 264,613.				
c Excess from 2009 205,831.				
d Excess from 2010 95,238.				
e Excess from 2011 113,370.				

Form 990-PF (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 14				
Total			▶ 3a	754,450.
b Approved for future payment				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	28.	
4 Dividends and interest from securities				14	400,338.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	650,389.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					1,050,755.	
13 Total. Add line 12, columns (b), (d), and (e)					13	1,050,755.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: James W. Burk Date: 11/14/12 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name TRICIA M. JOHNSON	Preparer's signature <i>Tricia M Johnson</i>	Date 11/06/2012	Check ☐ if self-employed	PTIN P00627205
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 312 WALNUT STREET, SUITE 1900 CINCINNATI, OH 45202			Phone no 513-612-1400	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,016,375.		SEE ATTACHED SCHEDULE - LONG TERM PROPERTY TYPE: SECURITIES 1,682,210.				P	VAR 334,165.	VAR
3,812,805.		SEE ATTACHED SCHEDULE - SHORT TERM PROPERTY TYPE: SECURITIES 3,496,581.				P	VAR 316,224.	VAR
TOTAL GAIN (LOSS)							<u>650,389.</u>	

Edna Sproull Williams Foundation
Capital Gains and Losses

51-0198606

December 31, 2011

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
ACE LIMITED	6/5/2009	2/28/2011	90	4,140	5,691	1,551
ACE LIMITED	6/5/2009	3/21/2011	220	10,118	13,640	3,522
AETNA INC NEW	8/1/2007	2/28/2011	120	5,780	4,483	(1,297)
AETNA INC NEW	12/2/2004	2/28/2011	40	1,186	1,494	308
AMGEN INC COM PV \$0 0001	11/5/2008	2/28/2011	170	10,289	8,818	(1,471)
AT& T INC	12/4/2008	2/28/2011	105	2,942	2,960	18
BLACKROCK GNMA INST	4/26/2010	5/18/2011	0.127	1	1	-
BLACKROCK GNMA INST	4/26/2010	5/18/2011	35,082	359,592	360,994	1,402
CA INC	11/1/2007	5/9/2011	2,015	53,580	48,746	(4,834)
CA INC	9/21/2007	2/28/2011	405	10,526	9,973	(553)
CA INC	9/21/2007	5/9/2011	395	10,266	9,556	(710)
CENTURYLINK INC SHS	3/27/2009	4/7/2011	1,215	28,842	49,194	20,352
CENTURYLINK INC SHS	3/27/2009	7/11/2011	924	21,934	36,457	14,523
CHEVRON CORP	12/12/2002	2/28/2011	190	6,437	19,541	13,104
CHUBB CORP	10/15/2008	2/28/2011	60	2,486	3,636	1,150
COMPUTER SCIENCE CRP	3/11/2009	2/28/2011	130	4,369	6,252	1,883
COMPUTER SCIENCE CRP	3/11/2009	6/13/2011	1,225	41,166	46,099	4,933
CONAGRA FOODS INC	6/24/2009	2/28/2011	235	4,712	5,435	723
CONOCOPHILLIPS	6/11/2008	2/28/2011	170	16,097	13,165	(2,932)
DARDEN RESTAURANTS INC	6/18/2009	5/9/2011	745	25,141	35,946	10,805
DARDEN RESTAURANTS INC	6/5/2009	2/28/2011	40	1,411	1,876	465
DARDEN RESTAURANTS INC	6/5/2009	5/9/2011	420	14,811	20,265	5,454
DOVER CORP	6/5/2008	2/28/2011	135	7,287	8,641	1,354
EATON CORP	4/9/2010	8/8/2011	550	22,099	20,866	(1,233)
EATON CORP	2/10/2010	2/28/2011	100	6,408	10,863	4,455
EATON CORP	2/10/2010	8/8/2011	790	25,310	29,971	4,661
EXXON MOBIL CORP COM	10/15/2008	2/28/2011	90	5,892	7,720	1,828
EXXON MOBIL CORP COM	10/16/2006	2/28/2011	25	1,736	2,144	408
FOREST LABS INC	8/29/2008	2/28/2011	170	6,094	5,503	(591)
GAP INC DELAWARE	10/28/2009	3/15/2011	80	1,727	1,720	(7)
GAP INC DELAWARE	10/15/2008	3/15/2011	700	9,324	15,046	5,722
GAP INC DELAWARE	4/21/2008	2/28/2011	475	8,782	10,654	1,872
GAP INC DELAWARE	4/21/2008	3/15/2011	1,975	36,514	42,453	5,939
HERSHEY COMPANY	10/14/2010	11/29/2011	410	20,852	22,975	2,123
HONEYWELL INTL INC DEL	6/28/2007	2/28/2011	155	8,798	8,931	133
HUNTINGTON INGALLS INDS	9/2/2009	4/5/2011	173	4,805	6,929	2,124
INTL BUSINESS MACHINES	6/5/2009	2/28/2011	190	20,579	30,709	10,130
INTL BUSINESS MACHINES	10/15/2008	2/28/2011	100	9,086	16,163	7,077
INTL BUSINESS MACHINES	2/13/2007	1/3/2011	335	32,924	49,427	16,503
INTL BUSINESS MACHINES	2/13/2007	2/28/2011	465	45,700	75,157	29,457
INTL PAPER CO	10/15/2008	2/1/2011	25	473	736	263
INTL PAPER CO	9/10/2007	2/1/2011	1,760	60,518	51,796	(8,722)
JOHNSON AND JOHNSON COM	7/17/1997	2/28/2011	240	7,552	14,628	7,076
L-3 COMMNCTNS HLDGS	10/10/2007	2/28/2011	90	9,645	7,152	(2,493)
LIMITED BRANDS INC	6/17/2010	10/3/2011	535	13,422	20,036	6,614
LOCKHEED MARTIN CORP	8/25/2008	2/28/2011	55	6,283	4,350	(1,933)
MARATHON OIL CORP	7/8/2009	2/28/2011	185	5,169	9,065	3,896
MARATHON PETROLEUM CORP	7/8/2009	7/8/2011	740	16,687	30,665	13,978
MCKESSON CORPORATION COM	3/11/2009	2/28/2011	50	1,748	3,955	2,207
MICROSOFT CORP	10/15/2008	2/28/2011	25	584	663	79
MICROSOFT CORP	12/12/2002	2/28/2011	555	15,129	14,713	(416)
MOTOROLA SOLUTIONS INC	9/14/2010	10/11/2011	500	16,817	22,087	5,270
NABORS INDUSTRIES LTD	11/25/2009	2/28/2011	170	3,644	4,755	1,111

**Edna Sproull Williams Foundation
Capital Gains and Losses**

51-0198606

December 31, 2011

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
NORTHROP GRUMMAN CORP	9/2/2009	2/28/2011	100	4,797	6,669	1,872
NRG ENERGY INC	12/28/2007	2/28/2011	255	11,057	5,080	(5,977)
OCCIDENTAL PETE CORP CAL	10/15/2008	10/17/2011	500	22,352	41,421	19,069
OCCIDENTAL PETE CORP CAL	10/17/2005	2/28/2011	70	2,639	7,125	4,486
OCCIDENTAL PETE CORP CAL	10/17/2005	10/17/2011	615	23,182	50,948	27,766
RAYTHEON CO DELAWARE NEW	5/31/2006	2/28/2011	165	7,513	8,435	922
RAYTHEON CO DELAWARE NEW	5/31/2006	8/22/2011	545	24,816	21,867	(2,949)
ROSS STORES INC COM	10/24/2008	2/28/2011	140	4,021	9,994	5,973
ROSS STORES INC COM	10/24/2008	6/15/2011	875	25,133	66,363	41,230
SAFEWAY INC NEW	1/12/2006	2/28/2011	185	4,512	4,031	(481)
SANDISK CORP INC	8/10/2010	8/15/2011	760	34,443	28,915	(5,528)
TARGET CORP COM	3/3/2010	8/2/2011	605	31,344	30,732	(612)
TEXAS INSTRUMENTS	10/7/2009	10/11/2011	930	21,386	27,481	6,095
TEXAS INSTRUMENTS	10/7/2009	11/15/2011	1,670	38,403	52,287	13,884
TJX COS INC NEW	12/23/2009	6/1/2011	725	26,927	37,864	10,937
TJX COS INC NEW	12/16/2009	2/28/2011	1,055	39,339	52,486	13,147
TJX COS INC NEW	12/16/2009	6/1/2011	605	22,560	31,597	9,037
TRAVELERS COS INC	1/24/2007	2/28/2011	85	4,412	5,087	675
TRAVELERS COS INC	1/24/2007	11/15/2011	510	26,474	29,274	2,800
UNUM GROUP	10/24/2008	2/28/2011	385	5,638	10,160	4,522
US TSY 5 000% AUG 15 20	11/17/2009	8/15/2011	95,000	95,000	95,000	-
US TSY 5 000% AUG 15 20	5/17/2007	8/15/2011	62,000	62,000	62,000	-
VERIZON COMMUNICATNS COM	6/5/2009	2/28/2011	165	4,561	6,017	1,456
WAL-MART STORES INC	8/1/2008	2/28/2011	1,060	61,327	55,077	(6,250)
WELLPOINT INC	10/29/2008	2/28/2011	180	6,867	11,954	5,087
WSTN DIGITAL CORP DEL	2/25/2008	2/28/2011	125	4,093	3,816	(277)
Long Term Total				1,682,210	2,016,375	334,165

Edna Sproull Williams Foundation
Capital Gains and Losses

51-0198606

December 31, 2011

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
BHP BILLITON LTD ADR	12/14/2010	6/6/2011	46	4,202	4,197	(5)
ACE LIMITED	7/7/2010	3/21/2011	915	47,717	56,730	9,013
ALTERA CORP COM	11/11/2010	2/28/2011	215	7,080	8,959	1,879
AMERICAN INTERNATIONAL	3/23/2011	8/15/2011	1,890	69,135	45,373	(23,762)
AMERIPRISE FINL INC	1/13/2011	2/28/2011	20	1,214	1,256	42
BLACKROCK GNMA INST	4/29/2011	5/18/2011	0.477	5	5	-
BLACKROCK GNMA INST	2/28/2011	3/2/2011	0.216	2	2	-
BLACKROCK GNMA INST	4/26/2010	3/2/2011	123	1,261	1,242	(19)
BLACKROCK GNMA INST	4/26/2010	3/2/2011	44,669	457,857	451,157	(6,700)
BLACKROCK GNMA INST	4/26/2010	3/2/2011	0.309	3	3	-
BLACKROCK GNMA INST	4/26/2010	3/2/2011	1	10	10	-
BLACKROCK GNMA INST	4/26/2010	3/2/2011	212	2,173	2,141	(32)
BLACKROCK GNMA INST	4/26/2010	3/2/2011	242	2,480	2,444	(36)
CALL SLV DEC 00032 00	10/25/2011	12/19/2011	-150	(32,399)	-	32,399
CALL SLV OCT 00032 00	5/17/2011	10/24/2011	-150	(63,439)	-	63,439
CALL SPY AUG 00126 00	4/18/2011	8/4/2011	-100	(75,799)	(12,000)	63,799
CALL SPY DEC 00127 00	6/15/2011	12/19/2011	-100	(62,299)	-	62,299
CALL SPY JUN 00130 00	3/2/2011	6/15/2011	-100	(55,199)	(600)	54,599
CAMECO CORP COM	12/14/2010	3/29/2011	125	4,863	3,700	(1,163)
CAPITAL ONE FINL	4/1/2010	2/28/2011	330	13,676	16,378	2,702
CARDINAL HEALTH INC OHIO	3/3/2010	2/28/2011	295	10,416	12,204	1,788
CENTURYLINK INC SHS	2/28/2011	7/11/2011	683	28,019	26,948	(1,071)
CITIGROUP INC	7/7/2010	2/28/2011	2,905	11,475	13,421	1,946
CITIGROUP INC COM NEW	7/30/2010	5/23/2011	943	39,417	37,961	(1,456)
CITIGROUP INC COM NEW	7/7/2010	5/17/2011	1,560	61,620	64,443	2,823
CITIGROUP INC COM NEW	7/7/2010	5/23/2011	426	16,827	17,149	322
CLIFFS NATURAL RESOURCES	6/1/2011	9/6/2011	270	23,881	20,062	(3,819)
CLOROX CO DEL COM	12/14/2010	2/15/2011	190	11,909	12,664	755
DR PEPPER SNAPPLE GROUP	7/14/2010	2/28/2011	185	7,283	6,677	(606)
EXELON CORPORATION	12/14/2010	5/2/2011	200	8,215	8,399	184
FREEMT-MCMRAN CPR & GLD	5/26/2010	2/28/2011	35	1,199	1,829	630
FREEMT-MCMRAN CPR & GLD	4/20/2010	2/28/2011	100	4,078	5,226	1,148
HERSHEY COMPANY	10/14/2010	2/28/2011	135	6,866	7,075	209
HEWLETT PACKARD CO DEL	12/14/2010	7/5/2011	260	10,859	9,435	(1,424)
HUNTINGTON INGALLS INDS	12/14/2010	4/6/2011	25	938	991	53
LIMITED BRANDS INC	6/17/2010	2/28/2011	205	5,143	6,519	1,376
MOTOROLA MOBILITY	10/28/2010	1/12/2011	426	11,821	13,679	1,858
MOTOROLA MOBILITY	9/14/2010	1/12/2011	1,415	39,792	45,438	5,646
MOTOROLA SOLUTIONS INC	9/14/2010	2/28/2011	75	2,523	2,873	350
NEWS CORP CL A	8/31/2010	2/28/2011	645	8,127	11,158	3,031
PRUDENTIAL FINANCIAL INC	5/26/2010	2/28/2011	85	4,781	5,576	795
ROYAL BANK CANADA PV\$1	12/14/2010	7/27/2011	130	6,808	7,030	222
SANDISK CORP INC	10/20/2010	8/15/2011	560	21,665	21,306	(359)
SANDISK CORP INC	8/10/2010	2/28/2011	135	6,118	6,649	531
SANDISK CORP INC	8/10/2010	3/28/2011	1,025	46,452	46,609	157
SARA LEE CORP COM	6/28/2010	2/28/2011	355	5,202	6,053	851
STANDARD&POORS DEP RCPT	3/2/2011	10/24/2011	4,000	524,880	507,750	(17,130)
STANDARD&POORS DEP RCPT	3/2/2011	10/24/2011	6,000	787,320	787,320	-
STANDARD&POORS DEP RCPT	2/22/2011	4/18/2011	10,000	1,318,961	1,338,652	19,691
SYMANTEC CORP COM	9/28/2010	2/28/2011	350	5,463	6,265	802
TARGET CORP COM	3/3/2010	2/28/2011	170	8,807	8,913	106

Edna Sproull Williams Foundation
Capital Gains and Losses

51-0198606

December 31, 2011

Security Description	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Gain/Loss
TEXAS INSTRUMENTS	2/28/2011	11/15/2011	700	24,836	21,917	(2,919)
UNITEDHEALTH GROUP INC	1/13/2011	2/28/2011	80	3,168	3,399	231
WILLIAMS COMPANIES DEL	10/20/2010	7/18/2011	2,255	48,460	67,539	19,079
WILLIAMS COMPANIES DEL	8/31/2010	1/19/2011	2,605	47,601	67,577	19,976
WILLIAMS COMPANIES DEL	8/31/2010	7/18/2011	90	1,646	2,696	1,050
WILLIAMS COMPANIES DEL	8/31/2010	2/28/2011	80	1,462	2,406	944
Short Term Total				3,496,581	3,812,805	316,224
Grand Total				5,178,791	5,829,180	650,389

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - EVERBANK	28.	28.
TOTAL	<u>28.</u>	<u>28.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME MERRILL LYNCH	262,219.	262,219.
INTEREST INCOME MERRILL LYNCH	138,119.	138,119.
TOTAL	<u>400,338.</u>	<u>400,338.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,200.			4,200.
TOTALS	<u>4,200.</u>			<u>4,200.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	93,243.	93,243.
TOTALS	<u>93,243.</u>	<u>93,243.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES ON INVEST INCOME	12,476.
TOTALS	<u>12,476.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION OTHER EXPENSES	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
	3,238.	3,238.
TOTALS	<u>3,238.</u>	<u>3,238.</u>

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAX	10,918.	15,431.	15,431.
TOTALS	<u>10,918.</u>	<u>15,431.</u>	<u>15,431.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	1,664,237.	1,486,894.	1,551,302.
US OBLIGATIONS TOTAL	<u>1,664,237.</u>	<u>1,486,894.</u>	<u>1,551,302.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>U. S. Government Obligations</u>			
United States Treasury Nts 5.0% Due 8/15/11	159,740	-	-
United States Treasury Note 3.375% 11/30/12	181,729	181,729	187,311
Fed Home Loan Mtg Corp 4.875% 11/15/13	181,827	180,545	192,822
United States Treasury Note 2.625% 6/30/14	175,813	172,754	174,385
Fed Nat'l Mort Assoc Global Notes 4.375% 9/15/12	196,387	192,082	194,509
Fed Nat'l Mort Assoc	122,303	119,794	121,439
Fed Nat'l Mort Assoc	8,392	8,163	8,233
Fed Home Loan Mtg Corp	86,124	84,378	87,745
Fed Nat'l Mort Assoc	268,271	265,591	300,849
Fed Home Loan Mtg Corp	7,562	7,369	7,583
United States Treasury Note 1.375% 11/15/12	194,355	194,166	196,068
Federal Home Loan Mortgage Corp	81,734	80,323	80,358
U. S. Government Obligations	1,664,237	1,486,894	1,551,302

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	6,982,721.	7,224,175.	7,577,488.
TOTALS	<u>6,982,721.</u>	<u>7,224,175.</u>	<u>7,577,488.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Corporate Stock</u>			
3 M Company	11,123	11,123	10,625
Abbott Labs	10,054	10,054	11,807
Ace Limited	60,974	6,751	7,783
Activision Blizzard Inc	-	89,031	95,233
Aetna Inc	78,370	71,405	66,871
Altera Corp	96,649	89,569	100,912
American Express Company	7,543	7,543	7,642
Ameriprise Financial Inc	-	55,552	45,421
Amgen Inc	140,896	130,608	141,262
Analog Devices Inc	-	63,087	57,785
Apple Inc	50,519	50,519	81,000
AT & T Inc	61,290	58,349	62,294
Bank of Nova Scotia	14,121	14,121	12,453
BHP Billiton Ltd	37,449	33,248	25,709
Blackrock GNMA Inst	964,054	153,668	155,225
Bristol Myers Squibb Co	16,346	16,346	21,849
CA inc	138,145	63,772	50,922
Cameco Corp	13,227	8,364	3,880
Canadian National Railway Co	11,454	11,454	13,355
Capital One Finl	127,020	113,344	112,703
Cardinal Health Inc	116,438	106,023	121,830
Caterpillar Inc	24,106	24,106	23,556
Century Link Inc	-	11,792	9,635
Chevron Corp	130,775	124,339	254,828
Chubb Corp	68,288	65,802	103,484
Citigroup Inc	129,360	-	-
Cliffs Natural Resources Inc	-	71,511	48,633
Clorox Co	11,909	-	-
Coca Cola Enterprises	12,843	12,843	13,993
Comcast Crp	-	8,026	7,893
Computer Science Corp	45,534	-	-
Conagra Foods Inc	55,635	50,924	67,056
Conocophillips	192,428	176,331	179,989
Consol Energy Inc	7,340	7,340	6,239
Darden Restaurants Inc	41,363	-	-
Deere Co	19,898	19,898	18,564
Dell Inc	-	120,704	113,602
Diageo PLC	15,525	15,525	18,358
Discover Financial Services	-	113,840	111,840
Dish Network Corporation	-	105,846	101,959
Dominion Resources Inc	15,197	15,197	19,108
Dover Corp	57,242	49,955	60,953
Dow Chemical Co	-	7,377	6,040
Dr Pepper Snapple Group	104,765	97,482	99,884
Dupont E I De Nemours	22,124	22,124	20,601
Eaton Corp	53,816	-	-

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Enbridge Inc	10,515	10,515	14,216
EQT Corp	7,401	7,401	9,314
Exelon Corporation	8,215	-	-
Exxon Mobil Corp	120,219	112,591	142,397
First Eagle Overseas CL I	-	1,047,130	938,575
First Energy Corp	6,871	6,871	8,416
Fluor corp	-	102,594	76,129
Forest Laboratories Inc	82,003	75,909	65,210
Freeport McMoran Cpr & Gld	65,913	60,636	66,406
Gap Inc	108,643	52,296	49,807
General Dynamics Corp	10,505	10,505	9,962
General Electric Co	17,036	17,036	17,194
General Mills	7,285	7,285	8,082
Hershey Co	78,833	51,114	62,089
Hewlett Packard Co	10,859	-	-
Home Depot Inc	10,090	10,090	12,192
Honeywell International Inc	84,758	84,216	82,884
IBM Corp	124,312	16,023	20,227
Intel Corp	9,441	9,441	10,670
International Paper Co	132,592	102,776	130,684
Johnson & Johnson	133,135	129,233	150,834
Johnson Controls Inc	-	7,841	6,096
JP Morgan Chase & Co	32,837	32,837	26,600
Kimberly Clark	10,561	10,561	12,505
Kroger Co	54,677	114,577	115,772
L-3 Communications Hldgs	125,272	115,628	71,947
Limited Brands Inc	89,310	81,153	126,255
Lockheed Martin Corp	91,087	134,604	111,076
Lorillard Inc	9,093	62,984	65,550
Lyondellbasell Industries	-	88,656	87,723
Marathon Oil Corp	56,732	109,105	137,569
Marathon Petroleum Corp	-	4,119	4,827
McDonalds Corp	20,097	20,097	26,086
McKesson Corp	32,858	31,110	69,340
Meadwest Vaco Corp	8,628	8,628	9,884
Merck Co Inc	12,884	12,884	13,195
Microsoft Corp	200,639	188,890	165,496
Motorola Inc	122,220	89,444	116,187
Murphy Oil Corp	-	55,883	45,149
Nabors industries Ltd	63,241	59,596	48,205
News Corp	64,574	56,447	79,923
Nextera Energy Inc	12,945	12,945	15,220
NorthEast Utilities	7,659	7,659	8,657
Northrup Grumman Corp	64,409	53,859	69,591
NRG Energy Inc	102,285	91,228	49,467
Occidental Petroleum	67,103	18,930	18,740
Peabody Energy Corp	10,536	10,536	5,629
Pfizer	10,717	10,717	13,417

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Philip Morris Intl Inc	18,401	110,592	132,239
Praxair Inc	14,828	14,828	17,104
Procter & Gamble Co	17,171	17,171	18,012
Prudential Financial Inc	60,246	55,466	49,368
Public Service Enterprise Group	7,580	7,580	7,922
Qwest Communication International	62,615	-	-
Raytheon Co	118,078	85,749	90,955
Rio Tinto PLC	13,455	13,455	9,295
Ross Stores Inc	59,994	30,840	76,048
Royal Bank Canada	6,808	-	-
Safeway Inc	54,394	49,882	43,553
Sandisk Corp	108,678	-	-
Sara Lee Corp	61,395	56,192	72,558
Schlumberger Ltd	12,328	12,328	10,246
Sempra Energy	6,721	6,721	7,150
Southern Company	12,162	12,162	14,813
Sprint Nextel Corp	-	65,083	28,466
Symantec Corp	107,631	102,168	99,143
Target Corp	118,811	78,659	73,245
Texas Instruments	59,790	-	-
TJX Cos Inc	88,826	-	-
Toronto Dominion Bank	-	8,157	7,481
Total SA	16,193	16,193	15,333
Travelers Cos Inc	106,934	76,048	89,051
Unilever NV	17,643	17,643	19,247
United Health Group Inc	-	116,802	149,506
United Techs Corp	21,339	21,339	19,734
Unum Group	78,392	72,753	91,023
US Bancorp	12,588	12,588	12,984
V F Corporation	11,394	11,394	16,509
Valero Energy Corp	-	85,884	80,516
Verizon Communications Corp	82,134	77,572	104,111
Vodafone Group PLC	9,494	9,494	9,811
Walmart Stores	71,675	10,348	11,354
WellPoint Inc	66,753	59,887	104,013
Wells Fargo & Co	25,022	25,021	22,875
Western Digital Corp	81,731	77,637	75,054
Western Union Co	-	107,528	100,704
Weyerhaeuser Co	9,538	9,538	9,895
Williams Companies Inc	99,169	-	-
Corporate Stock	6,982,721	7,224,175	7,577,488

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT	2,210,227.	2,202,798.	2,387,245.
TOTALS	<u>2,210,227.</u>	<u>2,202,798.</u>	<u>2,387,245.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Corporate Bonds			
A T & T Inc 5.5% 2/1/18	221,708	221,708	259,287
General Electric Co 5.0% 2/1/13	234,328	232,765	240,725
JP Morgan Chase 5 125% 9/15/14	281,261	280,819	299,421
Pepsico Inc 5.0% 6/1/18	121,096	120,749	140,572
BP Capital Markets 3.875% 3/10/15	230,941	229,998	242,393
Citigroup Funding Inc 2.25% 12/10/12	173,262	172,105	174,175
Cisco Systems Inc 4.45% 1/15/20	230,859	230,687	260,359
Goldman Sachs Group Inc	254,348	254,348	273,716
Verizon Communications 6.35% 4/1/19	225,900	223,675	248,576
Walmart Stores 2.875% 4/1/15	236,524	235,944	248,021
Corporate Bonds	2,210,227	2,202,798	2,387,245

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS	2,365,838.	2,217,680.
TOTALS	<u>2,365,838.</u>	<u>2,217,680.</u>

Balance Sheet Part II - Supporting Schedules

Description	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Other Investments</u>			
Standard & Poors Dep Recpt	-	2,034,875	2,008,000
Call Spy 00117.000 Standard & Poors RCPT	-	(92,198)	(105,800)
Call SLV 00032 000 Ishares Silver Tr	-	(16,500)	(8,100)
Call Spy 00113 000 Standard & Poors RCPT	-	(54,179)	(80,520)
Ishares Silver Tr	-	493,840	404,100
Other Investments	-	2,365,838	2,217,680

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN W. BRODEUR C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
JAMES W. BURKE C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 5.00	20,000.	0	0
EDWARD MCCARTHY, JR. C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
CHARLES WILLIAMS, III C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0
DAVID F. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
PATRICK M. WILLIAMS C/O MR. JAMES BURKE 2046 EVENTIDE ROAD SWITZERLAND, FL 32259	TRUSTEE 1.00	20,000.	0		0
GRAND TOTALS		120,000.	0		0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MERRILL LYNCH 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	INVESTMENT ADVISORY	93,243.
TOTAL COMPENSATION		<u>93,243.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT

NONE

501(C)(3) ORG

FURTHER THE CHARITABLE GOALS OF THE DONEE ORGANIZATION

754,450.

TOTAL CONTRIBUTIONS PAID

754,450.

Edna Sproull Williams Foundation		51-0198606	December 31, 2011		
Part XV Grants Paid					
Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount	
Baptist Foundation 1320 Hendricks Ave, Suite 2 Jacksonville, F1987L 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide financial counseling to its members	20,000	
Go To Nations (FKA Calvary Ministries Intl) 2923 Woodland Drive Edgewater, FL 32141	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer children's church, children's ministry etc	5,000	
Catholic Diocese of St. Augustine 134 E Church St. Jacksonville, FL 32202		501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to support operations of camps for disabled children	5,000	
Christian Healing Ministries, Inc. P.O. Box 9520 Jacksonville, Florida 32208	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to complete its religious and charitable works	50,000	
Community Connections PO Box 41086 Jacksonville, FL 32203	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to strengthen homeless & low income families to enable them to achieve self-sufficiency and become productive members of the community.	20,000	
Daniel Memorial, Inc 4203 Southpoint Blvd Jacksonville, FL 32216	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission To see the furtherance of charitable, scientific, and educational activities in the local community	10,000	
Downtown Ecumenical Council 215 Ocean St. Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to offer financial assistance up to \$200 for rent and utilities and a food pantry service to needy families and the disabled.	25,000	
Dreams Come True 6803 Southpoint Parkway Jacksonville, FL 32216	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to fulfill dreams of terminally ill children	5,000	
Family First (Florida Family Council) 5211 W. Laurel Street Tampa, FL 33607	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to use modern technology and offline events to strengthen the family by establishing "family" as a top priority in people's lives.	20,000	

Edna Sproull Williams Foundation

51-0198606

December 31, 2011

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Family Nurturing Center 1221 King St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to continue to develop and maintain a multifaceted supervised visitation & parent education center for children currently placed in foster care	5,000
First Presbyterian Church 118 East Monroe Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of making disciples and equipping them for ministry	33,450
Fresh Ministries 1131 N Laura St Jacksonville, FL 32206	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to raise up a generation of children who have an equal chance at living healthy, happy and productive lives	10,000
Girl Scouts 1000 Shearer Street Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to build girls of courage, confidence, and character who make the world a better place.	20,000
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide graduate theological education	25,000
Greenwood School 9920 Regency Square Blvd Jacksonville, FL 32225	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	10,000
L'Arche Harbor House 700 Arlington Road N Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to bring together those with disabilities and those without disabilities to share their lives together in community creating a family atmosphere.	5000
Here's Life Inner City Jacksonville 5860 Mt. Carmel Terrace Jacksonville, Florida 32216	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide hope and practical help for the poor of metropolitan Jacksonville, FL.	10,000
Hope Haven 4600 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide excellence in educational, psychological & therapeutic services for children, young adults and families with special needs.	8,000
Hubbard House PO Box 4909 Jacksonville, FL 32201	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of breaking the cycle of domestic violence in Northeast Florida	20,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2011

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Inn Ministry 1720 Hamilton St Jacksonville, FL 32210	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of providing housing for unwed mothers	5,000
International Cooperating Ministries 606 Aberdeen Road Hampton, VA 23661	None	501(c)(3) Organization Public Charity church	Provide funding to enable the organization to further its mission of nurturing believers and assisting church growth worldwide	20,000
Intervarsity Christian Fellowship PO Box 7895 Madison, WI 53707-7895	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of pioneer evangelical student witness in countries where there was none.	5,000
Jacksonville Community Council Inc 2434 Atlantic Boulevard, Suite 100 Jacksonville, Florida 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of involving citizens productively in the public life of the community	5,000
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to encourage and expand musical appreciation in the community	10,000
Jacksonville University 2800 University Boulevard North Jacksonville, FL 32211-3394	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide education	15,000
Jones College Radio 5353 Arlington Expressway Jacksonville, FL 32211	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to broadcast music in Jacksonville	5,000
Junior Achievement of Jacksonville 4049 Woodcock Dr., Ste 200 Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to educate and inspire young people to value free enterprise, business and economics to improve the quality of their lives.	5,000
Local Initiatives Support Corp. 10 West Adams St. Suite 100 Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of helping nonprofit community development organizations transform distressed neighborhoods into healthy & sustainable communities	20,000
MaliVai Washington Kids Foundation 1096 W. 6th Street Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of utilizing tennis as a catalyst to provide other afterschool activities for youth including tutoring & homework assistance & character development	5,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2011

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
Mayo Foundation 4500 San Pablo Road Jacksonville, FL 32224	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of providing the best care to every patient every day through integrated clinical practice, education and research.	10,000
Mercy Ships Inc P.O. Box 2020 Garden Valley, Texas 75771-2020	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to operated a fleet of hospital ships in developing nations since 1978 Mercy Ships brings hope and healing to the poor, mobilizing people and resources worldwide.	30,000
Murray Hill Ministries 932 Edgewood Ave. S. Jacksonville, FL 32205	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission of Evangelism	5,000
PACE Center for Girls One W Adams Street Jacksonville, FL 32202	None	501(c)(3) Organization School 170(b)(1)(A)(ii)	Provide funding to enable the organization to further its mission to provide girls and young women an opportunity for a better future through education, counseling, training and advocacy.	10,000
Planned Parenthood 3850 Beach Blvd Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide care and education to women for family planning	5,000
Prisoners of Christ 1715 Boulevard Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide Christian ministry & financial assistance to men release from prison	10,000
Riverside Fine Arts Association 1100 Stockton Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	7,500
Riverside Presbyterian 830 Oak St Jacksonville, FL 32204	None	501(c)(3) Organization Public Charity church	Provide funding to enable the organization to further its mission of nurturing believers and assisting church growth worldwide	5,000
Salvation Army 10900 Beach Blvd. Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to preach the gospel of Jesus Christ and to meet human needs in His name without discrimination	10,000
Second Harvest 4615 Philips Hwy Jacksonville, FL 32207	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to food for the homeless and poor in the community	30,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2011

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
St. Mary's Outreach Ministry 4129 Oxford Avenue Jacksonville, FL 32210	None	501(c)(3) Organization Church	Provide funding to enable the organization to further its mission to provide ministry services	7,500
Sulzbacher Center Medical Clinic 611 East Adams Street Jacksonville, Florida 32202-2847	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to empower homeless and at-risk men, women and children to achieve a better life through a full range of services,	25,000
Theatre Works, Inc. 630 May Street Jacksonville, Florida 32204	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to advance the arts	5,000
The Bridge of Northeast Florida Inc. 1824 Pearl Street Jacksonville, FL 32206	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to create a healthy environment that generates hope for children & families, empowering them to develop as responsible members of society	20,000
The Sanctuary 4751 Walgreen Rd. Jacksonville, FL 32209	None	501(c)(3) Organization 509(a)(2)	Provide funding to enable the organization to further its mission to create self sufficient adults by providing nurturing relationships, academic support and a safe and enriching environment	13,000
Tree Hill, Inc 7152 Lone Star Road Jacksonville, FL 32211	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide environmental education	10,000
United Way 1300 Riverplace Blvd Ste 500 Jacksonville, FL	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide funding to community based organizations in need	20,000
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide education	10,000
Volunteers in Medicine 41 E Duval St Jacksonville, FL 32202	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to serve the working uninsured & their families by providing access to free, high quality primary and preventive health care services	20,000
WJCT 100 Festival Park Avenue Jacksonville, Florida 32202-1397	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to provide membership supported television & radio audiences with non commercial education, cultural and civic programming	10,000

Edna Sproull Williams Foundation

51-0198606

December 31, 2011

Part XV Grants Paid

Recipient Name	Relationship to Foundation	Status of Recipient	Purpose of Grant	Amount
YMCA of Florida's First Coast 12735 Gran Bay Pkwy W, Suite 250 Jacksonville, FL 32258	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission to meet the health and social service needs of 16.9 million men, women and children.	50,000
Young Life PO Box 2173 Jacksonville , FL 32203-2173	None	501(c)(3) Organization Public Charity 170(b)(1)(A)(vi)	Provide funding to enable the organization to further its mission of introducing adolescents to Jesus Christ and helping them grow in their faith	40,000

TOTAL

754,450

FEDERAL FOOTNOTES

PART VII B QUESTION 4 THE FOUNDATION PAYS ITS TRUSTEES A FEE OF \$20,000 PER YEAR, THIS FEE IS FOR THE SERVICE TO THE TRUST AND IS A REASONABLE LEVEL OF COMPENSATION FOR TRUSTEES OF A FOUNDATION OF THIS SIZE.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

EDNA SPROULL WILLIAMS FOUNDATION

Number, street, and room or suite no. If a P.O. box, see instructions

C/O MR. JAMES BURKE

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SWITZERLAND, FL 32259

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

☒ 51-0198606

Social security number (SSN)

☐

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MR. JAMES W. BURKE

Telephone No. ► 904 287-0101

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☒ calendar year 20 11 or

► ☐ tax year beginning , 20 , and ending , 20

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	21,442.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	15,442.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	6,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	EDNA SPROULL WILLIAMS FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)	
	C/O MR. JAMES BURKE			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
SWITZERLAND, FL 32259				

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **MR. JAMES W. BURKE**
Telephone No **904 287-0101** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **11/15, 2012**
- For calendar year **2011**, or other tax year beginning , 20 , and ending , 20
- If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IN NEEDED TO GATHER THE DOCUMENTATION REQUIRED TO COMPLETE AN ACCURATE TAX RETURN**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	21,442.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	21,442.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Jeffrey Matarfort** Title **CPA** Date **8/6/12**

Form **8868** (Rev. 1-2012)